



First Union Rail Corporation
NC5811
Commercial Leasing Group
One O'Hare Centre
6250 River Road, Suite 5000
Rosemont, IL 60018
Tel 847 318-7575
847 318-7588

May 10, 2002

VIA UPS 2nd DAY AIR

RECORDATION NO. 23346-B FILED

MAY 15 '02 11-38 AM

SURFACE TRANSPORTATION BOARD



Mr. Vernon E. Williams
Surface Transportation Board
1925 K Street, N.W., Room 704
Washington, DC 20423-0001
Attn: Recordation of Railroad Equipment

Re: Memorandum of Lease Agreement

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) originals and two (2) copies of a Notice of Partial Termination of Lease, dated April 24, 2002, a secondary document as defined in the Board's Rules for the Recordation of Documents. The enclosed document relates to the Memo of Lease which was duly filed with the Surface Transportation Board under Recordation number 23346-A.

The names and addresses of the parties to the enclosed document are:

Lessor: First Union Rail Corporation
One O'Hare Center
6250 River Road, Suite 5000
Rosemont, IL 60018

Lessee: IMC Global, Inc.
100 S. Saunders Road, Suite 300
Lake Forest, Illinois 60045

A description of the railroad equipment covered by the enclosed document is one hundred (100) 4600/4650/4750 cubic foot covered hopper cars, with car marks FURX (see Exhibit A for numbers).

A short summary of the document to appear in the index follows:

Notice of Partial Termination of Lease between First Union Rail Corporation, Lessor and IMC Global, Inc., Lessee, covering one hundred (100) 4600/4650/4750 cubic foot covered hopper cars, with car marks FURX (see Exhibit A for numbers).

Also enclosed is a check in the amount of \$30.00 payable to the order of the Surface Transportation Board covering the required recordation fee. Kindly return one (1) stamped original of the enclosed document to the undersigned along with the additional copies.

If you have any questions or concerns regarding the above-referenced matter, please feel free to contact me at (847) 384-5355. Thank you for your cooperation in this matter.

Very truly yours,

Susan Grokulskey
Manager - Documents Administration

Enclosures

(IMCG006)

NOTICE OF PARTIAL TERMINATION OF LEASE

THIS NOTICE OF PARTIAL TERMINATION OF LEASE is made as of this 24th day of April, 2002 by FIRST UNION RAIL CORPORATION whose mailing address is One O'Hare Centre, 6250 River Road, Suite 5000, Rosemont, Illinois, 60018.

WITNESSETH:

First Union Rail Corporation hereby acknowledges and confirms the following:

1. One hundred (100) 4600/4650/4750 cu. ft. covered hopper cars marked FURX (as more particularly described on Exhibit A) (the "Equipment") are subject to that certain Rider No. 6 to Lease Agreement dated as of September 14, 1999 ("the Lease Agreement"), between First Union Rail Corporation, as Lessor, and IMC Global, Inc., as Lessee, evidenced by the MEMORANDUM OF LEASE dated August 17, 2001, filed with the Surface Transportation Board under Recordation No. 23346-A; and
2. Notice is hereby given that all of the interest of the Lessee, its successors and assigns, in the Equipment arising pursuant solely with respect to Rider No. 6 to the Lease Agreement have been terminated.

IN WITNESS WHEREOF, the party hereto has caused this NOTICE OF PARTIAL TERMINATION OF LEASE to be duly executed by their duly authorized representative as of this 24th day of April, 2002.

LESSOR:

FIRST UNION RAIL CORPORATION

By: Richard F. Seymour

Name: RICHARD F. SEYMOUR

Vice President Sales & Marketing

Title: _____

STATE OF ILLINOIS

COUNTY OF COOK

On this 24th day of April, 2002, in Cook County, Illinois, before me personally appeared RICHARD F. SEYMOUR, to me personally known, who being by me duly sworn, says that [s]he is the VICE PRESIDENT SALES & MARKETING of FIRST UNION RAIL CORPORATION, that the seal affixed to the foregoing instrument is the corporate seal of said corporation, that said instrument was signed and sealed on behalf of said corporation by authority of its Board of Directors, and [s]he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

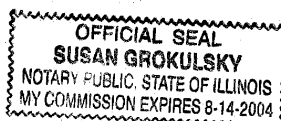
Susan Grokulska
Notary Public

My Commission Expires:

8-14-2004

(Notary Public)

(IMCG006)



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11-38 AM

SURFACE TRANSPORTATION BOARD.

EXHIBIT A
To
NOTICE OF PARTIAL TERMINATION OF LEASE

NUMBER OF CARS: One hundred (100)

DESCRIPTION OF CARS: 4600/4650/4750 cu. ft. covered hoppers, 263,000 lb. gross weight on rail

CAR NUMBERS: See below:

FURX 815328	FURX 828261	FURX 831231
FURX 815357	FURX 828266	FURX 831232
FURX 815377	FURX 828271	FURX 831234
FURX 815398	FURX 828303	FURX 831238
FURX 815440	FURX 828311	FURX 831240
FURX 815488	FURX 828312	FURX 831241
FURX 816112	FURX 828351	FURX 831244
FURX 816152	FURX 828361	FURX 831250
FURX 816589	FURX 828367	FURX 831251
FURX 818637	FURX 828375	FURX 831254
FURX 818639	FURX 828378	FURX 831258
FURX 818640	FURX 828564	FURX 831259
FURX 818641	FURX 828565	FURX 831260
FURX 818649	FURX 828570	FURX 831261
FURX 818658	FURX 828606	FURX 831263
FURX 818668	FURX 828609	FURX 831265
FURX 818673	FURX 828627	FURX 831267
FURX 818679	FURX 828631	FURX 831269
FURX 818739	FURX 828647	FURX 831270
FURX 823300	FURX 828676	FURX 831274
FURX 824123	FURX 828704	FURX 831275
FURX 824175	FURX 828820	FURX 831276
FURX 824202	FURX 828828	FURX 831277
FURX 824213	FURX 828842	FURX 831279
FURX 824217	FURX 828862	FURX 831280
FURX 824234	FURX 828871	FURX 831282
FURX 824670	FURX 828909	FURX 831283
FURX 824675	FURX 829482	FURX 831284
FURX 824676	FURX 831209	Count: 100
FURX 824680	FURX 831216	
FURX 824699	FURX 831221	
FURX 824704	FURX 831225	
FURX 824709	FURX 831226	
FURX 824715	FURX 831227	
FURX 824730	FURX 831228	
FURX 824731	FURX 831230	